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CVR no. 20 22 26 70

CANTIVA APS

LØGSTØRVEJ 80, 8832 SKALS

ANNUAL REPORT

19 OCTOBER 2017 - 31 DECEMBER 2018

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on 24 June 2019**

Lars Goul Nielsen

CVR NO. 39 02 22 30

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COMPANY DETAILS**Company**

Cantiva ApS
Løgstørvej 80
8832 Skals

CVR No.: 39 02 22 30
Established: 19 October 2017
Registered Office: Viborg
Financial Year: 19 October 2017 - 31 December 2018

Board of Executives

Lars Goul Nielsen

Auditor

BDO Statsautoriseret revisionsaktieselskab
Tingvej 11, 1. sal
8800 Viborg

STATEMENT BY BOARD OF EXECUTIVES

Today the Board of Executives have discussed and approved the Annual Report of Cantiva ApS for the financial year 19 October 2017 - 31 December 2018.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In my opinion the Financial Statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of the Company's operations for the financial year 19 October 2017 - 31 December 2018.

The Management's Review includes in my opinion a fair presentation of the matters dealt with in the Review.

I recommend the Annual Report be approved at the Annual General Meeting.

Skals, 23 June 2019

Board of Executives

Lars Goul Nielsen

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Cantiva ApS

Opinion

We have audited the Financial Statements of Cantiva ApS for the financial year 19 October 2017 - 31 December 2018, which comprise income statement, balance sheet, notes and a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 19 October 2017 - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such Internal control as Management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

INDEPENDENT AUDITOR'S REPORT

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of Management's Review.

Viborg, 23 June 2019

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Thomas Witzky
State Authorised Public Accountant
MNE no. mne31428

MANAGEMENT'S REVIEW

Principal activities

The company's activities is to grow medical cannabis and raw material processing.

Development in activities and financial position

The result of the financial activities is a loss of 2.679 t.DKK, which was expected. The company's first financial year covers the period 19 October '17 to 31 December '18. The activities have since the company's founding been project development.

The management expects re-establishment of the share capital through future earnings. To secure future funding, the company has obtained a letter of comfort from external partner.

Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the company's financial position.

INCOME STATEMENT 19 OCTOBER - 31 DECEMBER

	Note	2017/18 DKK
OPERATING LOSS		-2.686.424
Other financial income.....		63.376
Other financial expenses.....	1	-56.403
LOSS BEFORE TAX		-2.679.451
Tax on profit/loss for the year.....		0
LOSS FOR THE YEAR		-2.679.451
PROPOSED DISTRIBUTION OF DIVIDEND		
Retained earnings.....		-2.679.451
TOTAL		-2.679.451

BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2018 DKK
Other plant, machinery, tools and equipment.....		199.000
Tangible fixed assets.....	2	199.000
FIXED ASSETS.....		199.000
Other receivables.....		101.281
Receivables.....		101.281
Cash and cash equivalents.....		1.942.556
CURRENT ASSETS.....		2.043.837
ASSETS.....		2.242.837
EQUITY AND LIABILITIES		
Share capital.....		50.000
Retained profit.....		-2.679.451
EQUITY.....	3	-2.629.451
Other liabilities.....		3.005.584
Long-term liabilities.....	4	3.005.584
Trade payables.....		360.229
Payables to group enterprises.....		1.506.475
Current liabilities.....		1.866.704
LIABILITIES.....		4.872.288
EQUITY AND LIABILITIES.....		2.242.837
 Staff costs	 5	

NOTES

	2017/18 DKK	Note
Other financial expenses		1
Group enterprises.....	9.963	
Other interest expenses.....	46.440	
	56.403	
 Tangible fixed assets		 2
	Other plant, machinery, tools and equipment	
Additions.....	199.000	
Cost at 31 December 2018.....	199.000	
Carrying amount at 31 December 2018.....	199.000	
 Equity		 3
	Share capital	Retained profit
		Total
Equity at 19 October 2017.....	50.000	0
Proposed distribution of profit.....		-2.679.451
		-2.679.451
Equity at 31 December 2018.....	50.000	-2.679.451
		-2.629.451
 Long-term liabilities		 4
	31/12 2018 total liabilities	Repayment next year
		Debt outstanding after 5 years
Other liabilities.....	3.005.584	0
	3.005.584	0
		3.005.584
 Staff costs		 5
Average number of employees		
1		

ACCOUNTING POLICIES

The Annual Report of Cantiva ApS for 2017/18 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared with the following accounting principles.

INCOME STATEMENT

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

Financial income and expenses

Financial income and expenses include interest income and expenses. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

BALANCE SHEET

Tangible fixed assets

Other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Other plant, fixtures and equipment.....	5-10 years	0 %

Impairment of fixed assets

The carrying amount of tangible assets are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

ACCOUNTING POLICIES

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the balance sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the term of loan.

Amortised cost for short-term liabilities usually corresponds to the nominal value.